

|             |                |
|-------------|----------------|
| PAID T.R.A. |                |
| Chk #       | <u>146428</u>  |
| Amount      | <u>25.00</u>   |
| Rcvd By     | <u>LR</u>      |
| Date        | <u>8-11-23</u> |

TELEGLOBE

August 8, 2003

**VIA OVERNIGHT DELIVERY**

T.R.A. DOCKET ROOM

One Discovery Square  
12010 Sunset Hills Road  
Reston, Virginia 20190 USA  
  
Main: (703) 766-3100  
Fax: (703) 766-3104  
www.teleglobe.com

Sharla Dillon, Dockets and Record Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

DOCKET NO.

03-00470

**Re: Petition of Telglobe USA LLC and Telglobe America Inc. for  
Authority to Conduct a *Pro Forma* Corporate Change**

Dear Ms. Dillon:

Teleglobe USA LLC and Telglobe America Inc. hereby submit an original and thirteen (13) copies of the above-referenced Petition. Also enclosed is a check for \$25.00 to cover the requisite filing fee.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope enclosed herein. Should you have any questions, please do not hesitate to contact Rogena Harris at (703) 766-3061.

Respectfully submitted,

*Michael Wu* /BPF

Michael Wu  
Acting General Counsel

Enclosure

cc: Rogena Harris

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

In the Matter of the Petition of

**Teleglobe USA LLC**  
and  
**Teleglobe America Inc.**

For Authority To Conduct a *Pro Forma*  
Corporate Change

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Docket No. 03-00470

**PETITION**

Teleglobe USA LLC ("TUSA") and Teleglobe America Inc. ("TAI") (together "Petitioners"), pursuant to Section 65-4-113 of the Tennessee Code, Tenn. Code Ann. § 65-4-113, and the rules of the Tennessee Regulatory Authority (the "Authority"), respectfully request approval on a *nunc pro tunc* basis from Authority for a recent *pro forma* corporate change in which TUSA merged with and into its parent company, TAI, with TAI being the surviving corporation. Petitioners specifically request approval, on a *nunc pro tunc* basis, for the *pro forma* assignment of TUSA's Tennessee assets, including its authority to provide utility services in Tennessee, to TAI. As described below, this subsidiary-parent merger is part of a *pro forma* corporate change that did not result in any change of services to end users and has not resulted in any change in ultimate ownership or control.

As explained below, because the transaction has been consummated, Petitioners respectfully request that this authority be granted on a *nunc pro tunc* basis. Over the course of TAI's extensive business and tax planning in preparation for taking over ownership of the TUSA telecommunications business, for which prior Commission approval was sought and obtained, TAI's financial and tax advisors determined that it would be more efficient and cost-effective for TUSA to be merged into its parent company TAI, with TAI surviving. Accordingly, Petitioners

consummated this *pro forma* corporate change, but have now realized that unfortunately the appropriate approval was not sought prior to completing the *pro forma* change. In the future, Petitioners will file such applications prior to consummation.

Petitioners provide the following information in support of this Petition.

## **I. PETITIONERS**

### **A. Teleglobe USA LLC (TUSA)**

Prior to the *pro forma* transaction for which authority is being requested, TUSA was a Delaware limited liability company located at 12010 Sunset Hills Road, Reston, Virginia, 20190, and a wholly owned subsidiary of TAI. Pursuant to the Commission's approval,<sup>1</sup> TAI had acquired TUSA on May 30, 2003, in connection with the sale of Teleglobe USA Inc.'s<sup>2</sup> operating business out of bankruptcy. TUSA is authorized by the Authority in Docket No. 03-00081 to provide telecommunications services in Tennessee; however, in Tennessee, TUSA does not have any intrastate services customers.

### **B. Teleglobe America Inc. (TAI)**

TAI is a Delaware corporation also located at 12010 Sunset Hills Road, Reston, Virginia, 20190. This Authority recently granted approval for TAI, then known as TLGB Corporation, to acquire 100% of the stock of TUSA. As discussed in greater detail below, TLGB Corporation changed its name to TAI and on May 30, 2003, shortly after the acquisition of TUSA, merged

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<sup>1</sup> In addition to this Commission's approval, the parties received U.S. and foreign bankruptcy court approval, as well as approvals from dozens of state regulatory agencies, the Federal Communications Commission, and regulators in several foreign countries. As described in the parties' filings at the Commission, the sale of Teleglobe USA Inc.'s business was accomplished through a two-step process whereby the certificate and operating assets of Teleglobe USA Inc., a company owned by Teleglobe Inc., were transferred and assigned to TUSA, a newly created wholly owned subsidiary, and 100% of the stock of TUSA was then sold to TAI f/k/a TLGB Corporation. Upon review of the legal, technical, managerial and financial qualifications of TAI f/k/a TLGB Corporation as the purchaser of TUSA, this Commission granted authority for the sale. See Docket No. 03-00081 (Apr. 7, 2003).

<sup>2</sup> Teleglobe USA Inc. was a carrier that provided international facilities-based and resold telecommunications services on a wholesale and retail basis throughout the United States.

with its wholly owned subsidiary TUSA, and became the surviving corporation. TAI therefore currently holds all of TUSA's assets, including its authority to provide utility services and maintains the experience of its personnel in providing telecommunications services. A copies of TAI's Certificate of Incorporation and Certificate of Amendment of Certificate of Incorporation are attached as Exhibit A. A copy of TAI's certificate of qualification to transact business in Tennessee is attached as Exhibit B. A copy of TAI's Certificate of Merger with TUSA is attached as Exhibit C.

## **II. CONTACTS**

Questions or any correspondence, orders, or other materials pertaining to this Petition should be directed to:

Rogena Harris  
Teleglobe America Inc.  
1 Discovery Square  
12010 Sunset Hills Road  
Reston, Virginia 20190  
Tel: 703-766-3061  
Fax: 703-766-3104  
Email: rogena.harris@teleglobe.com

## **III. DESCRIPTION OF TRANSACTION**

TAI, previously known as TLGB Corporation, recently acquired 100% of the stock of TUSA pursuant to the Commission's approval. *See* Docket No. 03-00081 (April 7, 2003).<sup>3</sup> In the course of TAI's extensive business and tax planning in preparation for taking over ownership of the TUSA telecommunications business, TAI's financial and tax advisors determined that it would be more efficient and cost-effective for TUSA to be merged into its parent company TAI, with TAI surviving. Accordingly, shortly after the consummation of TAI's purchase of TUSA,

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<sup>3</sup> As noted earlier, the Commission approved the transfer and assignment of Teleglobe USA Inc.'s operating assets to its subsidiary, TUSA, and the subsequent sale of 100% of TUSA's stock to TAI f/k/a TLGB Corporation.

TUSA was merged with and into its parent corporation, TAI. Unfortunately, approval was not sought in advance of making this internal corporate change. TAI now understands that the Authority requires approval for this type of *pro forma* corporate change even where there is no change in ultimate ownership or control and where no intrastate customers are affected. An illustrative chart of this *pro forma* corporate change is attached hereto as Exhibit D.

This corporate change is strictly *pro forma* in nature and will not adversely affect the provision of telecommunications services in Tennessee. There is no change in the ultimate ownership or control or in the management or day-to-day operations of the authorized carrier in Tennessee. Service will be provided using the same network, billing systems and customer service operations used by TUSA. All of TUSA's employees continue to be employees of TAI, and thus, TUSA's highly qualified management team will continue to manage the provision of service to customers. In addition, customers will be provided service pursuant to contracts and tariffs that offer all of the services offered by TUSA, as applicable, under the same rates, terms, and conditions. This *pro forma* change will not lead to customer confusion or inconvenience because TAI (formerly TUSA) is just now launching its business plan in Tennessee and no services in Tennessee are currently being provided.

TAI remains financially qualified to continue the ongoing operations of TUSA. TAI is aware of its regulatory obligations and will seek Commission approval and otherwise comply with the Commission's requirements in the future. Thus, to the extent required, Petitioners respectfully request that the Authority authorize the *pro forma* corporate change on a *nunc pro tunc* basis, including the merger of TUSA and TAI and the resulting transfer of the Tennessee telecommunications assets and authorization of TUSA to TAI.

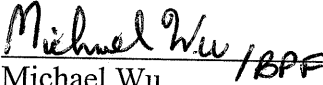
#### IV. PUBLIC INTEREST CONSIDERATIONS

The transaction described herein is in the public interest because it will permit TAI to implement a corporate and tax structure that will enable TAI to be a stronger and better-financed competitor in the Tennessee telecommunications market. Under the streamlined ownership structure, TAI, as the operating entity, will be able to operate in a more efficient and economical manner and will continue to have the access to capital needed to maintain and grow TAI's competitive telecommunications business. Thus, the *pro forma* internal corporate merger of TUSA and TAI will enhance competition and serve the public interest. Moreover, the merger will not negatively affect competition in the Tennessee telecommunications market. Therefore, the Authority should approve the *pro forma* corporate change.

#### V. CONCLUSION

For the foregoing reasons, Petitioners respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Petition.

Respectfully submitted,

  
Michael Wu  
Acting General Counsel  
Teleglobe America Inc.  
1 Discovery Square, 4th Floor  
12010 Sunset Hills Road  
Reston, VA 20190-5856

**LIST OF EXHIBITS**

|                  |  |
|------------------|--|
| <b>Exhibit A</b> | <b>Certificate of Incorporation and<br/>Certificate of Amendment of Certificate of<br/>Incorporation</b> |
| <b>Exhibit B</b> | <b>Authority to Transact Business</b>  |
| <b>Exhibit C</b> | <b>Certificate of Merger</b>   |
| <b>Exhibit D</b> | <b>Chart of Pro Forma Corporate Change</b>   |

**EXHIBIT A**

**Certificate of Incorporation**

**And**

**Certificate of Amendment of Certificate of Incorporation**



# Delaware

PAGE 1

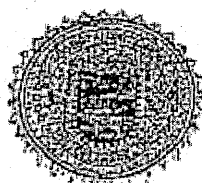
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEGLOBE AMERICA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MAY, A.D. 2003

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELEGLOBE AMERICA INC." WAS INCORPORATED ON THE FOURTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3597870 8300

030344581

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2438091

DATE: 05-27-03

# Delaware

PAGE 1

*The First State*

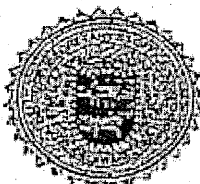
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TELEGLOBE AMERICA INC." AS RECEIVED AND FILED IN THIS OFFICE

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF DECEMBER, A.D. 2002, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TLGB CORPORATION" TO "TELEGLOBE AMERICA INC.", FILED THE TWENTIETH DAY OF MAY, A.D. 2003, AT 5:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3597870 8100H  
030344719

AUTHENTICATION: 2438173

DATE: 05-27-03

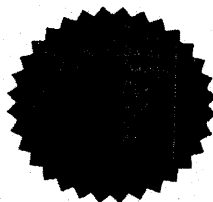
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TLGB CORPORATION", CHANGING ITS NAME FROM "TLGB CORPORATION" TO "TELEGLOBE AMERICA INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2003, AT 5:07 O'CLOCK P.M

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3597870 8100

030328109

AUTHENTICATION: 2428261

DATE: 05-21-03

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TLGB CORPORATION

TLGB Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the sole director of said corporation adopted the following resolution by written consent:

RESOLVED that the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered FIRST so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation is Teleglobe America Inc.

SECOND: The Corporation has not received any payment for any of its stock.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed this 20 day of May, 2003.

TLGB CORPORATION

By:



Name: Rick Willett

Title: Chief Financial Officer

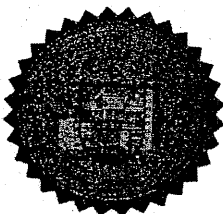
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TLGB CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 2002, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3597870 8100

020743712

AUTHENTICATION: 2124005

DATE: 12-04-02

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 12/04/2002  
020743712 - 3597870

CERTIFICATE OF INCORPORATION  
OF  
TLGB CORPORATION

1. The name of the corporation is TLGB Corporation (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is 615 South DuPont Highway, County of Kent, City of Dover, Delaware 19901. National Corporate Research, Ltd., is the Corporation's registered agent at that address.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").
4. The Corporation shall have authority to issue One Hundred (100) shares of Common Stock, par value one tenth of one cent (\$0.001) per share.
5. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law (including, without limitation, paragraph (7) of subsection (b) of Section 102 thereof), as the same may be amended and supplemented from time to time.
6. The Board of Directors shall have the power to adopt, amend or repeal By-laws of the Corporation, subject to the right of the stockholders of the Corporation to adopt, amend or repeal any By-law.
7. The Corporation shall, to the fullest extent permitted by the General Corporation Law (including, without limitation, Section 145 thereof), as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under the General Corporation Law. The indemnification provided for

herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled whether as a matter of law, under any By-law of the Corporation, by agreement, by vote of stockholders or disinterested directors of the Corporation or otherwise.

The election of directors of the Corporation need not be by written ballot, unless the By-laws of the Corporation otherwise provide.

9. Dom F. Atteritano is the sole incorporator and his mailing address is c/o Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022.

Date: December 4, 2002

By: Dom F. Atteritano  
Dom F. Atteritano, Sole Incorporator

**EXHIBIT B**

**Authority to Transact Business**



Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 05/29/03  
REQUEST NUMBER: 4826-0472  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 05/29/03 1248  
EFFECTIVE DATE/TIME: 05/29/03 1248  
CONTROL NUMBER: 0447592

TO:  
TSIO  
1900 CHURCH STREET  
STE 400  
NASHVILLE, TN 37203

RE:  
TELEGLOBE AMERICA INC.  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF  
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE  
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE  
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN  
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE  
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR. THIS OFFICE WILL MAIL THE  
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS  
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED  
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION  
OF ITS CERTIFICATE OF AUTHORITY.

IN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
LING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 05/29/03

FROM:  
TSIO  
SUITE 400  
1900 CHURCH STREET  
NASHVILLE, TN 37203-0000

RECEIVED: FEES  
\$600.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$600.00


RECEIPT NUMBER: 00003300636  
ACCOUNT NUMBER: 00333725



SS-4458

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

|   |   |
|---|---|
| <div style="text-align: center;">  <p><b>State of Tennessee</b></p> <p><b>Department of State</b><br/>Corporate Filings<br/>312 Eighth Avenue North<br/>6th Floor, William R. Snodgrass Tower<br/>Nashville, TN 37243</p> </div> <div style="text-align: center; margin-top: 20px;"> <p><b>APPLICATION FOR<br/>CERTIFICATE OF AUTHORITY<br/>(FOR PROFIT)</b></p> </div>                                      | <p><i>For Office Use Only</i></p> <div style="font-size: 2em; font-weight: bold; transform: rotate(-5deg);">FILED</div> <p>MAY 29 PM 12:48</p>  |
| <p>Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>  |   |
| <p>1. The name of the corporation is <u>Teleglobe America Inc.</u><br/>         *If different, the name under which the certificate of authority is to be obtained is _____</p>   |   |
| <p><b>[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]</b></p> |   |
| <p>2. The state or country under whose law it is incorporated is <u>Delaware</u></p>  |   |
| <p>3. The date of its incorporation is <u>12/4/2002</u> (must be month, day, and year), and the period of duration, if other than perpetual, is _____</p>   |   |
| <p>4. The complete street address (including zip code) of its principal office is<br/> <u>Legal Affairs/affaires juridiques; 1000, rue de la Gauchetiere ouest; Montreal, Quebec H3B 4</u><br/>         Street City State/County Zip Code</p>   |   |
| <p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is<br/> <u>1900 Church Street, Ste: 400 Nashville Tennessee 37203</u><br/>         Street City State/County Zip Code<br/>         Registered Agent <u>National Corporate Research, Ltd.</u></p>  |   |
| <p>6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)<br/> <u>See Attached Exhibit A</u></p>  |   |
| <p>7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) <u>See Attached Exhibit A</u></p>   |   |
| <p>8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____</p>  |   |
| <p>9. The corporation is a corporation for profit.</p>  |   |
| <p>10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).<br/> <b>[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]</b></p>  |   |
| <p><b>[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]</b></p>   |   |
| <p style="text-align: center; margin-bottom: 10px;"><u>May 23, 2003</u></p> <p>Signature Date _____</p> <p>Vice President, Operations _____</p> <p>Signer's Capacity _____</p>  | <p><u>Teleglobe America Inc.</u><br/>         Name of Corporation _____</p> <p><u>Richard D Willett</u><br/>         Signature _____</p> <p><u>Richard Willett</u><br/>         Name (typed or printed) _____</p> |
| <p>SS-4431 (Rev. 4/01)      Filing Fee: \$600      RDA 1678</p>   |   |

**TELEGLOBE AMERICA INC.**

Officers & Directors

| <b>Officers</b>      | <b>Title(s)</b>  | <b>Business Address</b>  |
|----------------------|--|--|
| Gerald Porter Strong | President,<br>Secretary,<br>CEO                                  | 1000, rue de la Gauchtiere<br>oest<br>Montreal, Quebec<br>CANADA H3B 4X5 |
| Richard Willett      | Vice President-<br>Operations,<br>Assistant<br>Secretary,<br>CFO | 1000, rue de la Gauchtiere<br>oest<br>Montreal, Quebec<br>CANADA H3B 4X5 |
| Serge Fortin         | COO  | 1000, rue de la Gauchtiere<br>oest<br>Montreal, Quebec<br>CANADA H3B 4X5 |
| Daniel Bergeron      | Vice President-<br>Finance                                       | 1000, rue de la Gauchtiere<br>oest<br>Montreal, Quebec<br>CANADA H3B 4X5 |
| Jose Tetrault        | Treasurer  | 1000, rue de la Gauchtiere<br>oest<br>Montreal, Quebec<br>CANADA H3B 4X5 |
| <b>Directors</b>     |  |  |
| Gerald Porter Strong |  | 1000, rue de la Gauchtiere<br>oest<br>Montreal, Quebec<br>CANADA H3B 4X5 |
| Lenard B. Tessler    |  | 450 Park Avenue, 28 <sup>th</sup> Floor<br>New York, NY 10022            |

413213 004.4

# Delaware

PAGE 1

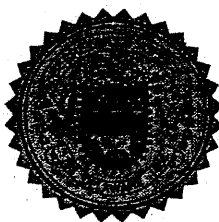
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEGLOBE AMERICA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELEGLOBE AMERICA INC." WAS INCORPORATED ON THE FOURTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3597870 8300

030344581

AUTHENTICATION: 2438100

DATE: 05-27-03

**EXHIBIT C**

**Certificate of Merger**

# Delaware

PAGE 1

*The First State*

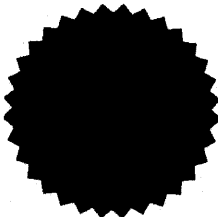
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TELEGLOBE USA III LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TELEGLOBE USA II LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TELEGLOBE USA LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "TELEGLOBE AMERICA INC." UNDER THE NAME OF "TELEGLOBE AMERICA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MAY, A.D. 2003, AT 12:40 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3597870 8100M

030357559

AUTHENTICATION: 2445035

DATE: 05-30-03

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
TELEGLOBE USA LLC  
AND  
TELEGLOBE USA II LLC  
AND  
TELEGLOBE USA III LLC  
INTO  
TELEGLOBE AMERICA INC.**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is Teleglobe America Inc., a Delaware corporation, and the names of the limited liability companies being merged into this surviving corporation are Teleglobe USA LLC, Teleglobe USA II LLC and Teleglobe USA III LLC, respectively, each a Delaware limited liability company.
- SECOND:** An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the surviving corporation and the merging limited liability companies.
- THIRD:** The name of the surviving corporation is Teleglobe America Inc.
- FOURTH:** The executed Agreement of Merger is on file at 1000 Rue de la Gauchetiere Ouest, Montreal, Quebec, CANADA H3B 4X5.
- FIFTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the corporation or member of each of the limited liability companies.
- SIXTH:** The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Teleglobe America Inc.
- SEVENTH:** The merger is to become effective on May 30, 2003.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 30th day of May, 2003.

TELEGLOBE AMERICA INC.

By: Richard D. Willett  
Name: Rick Willett  
Title: Vice President

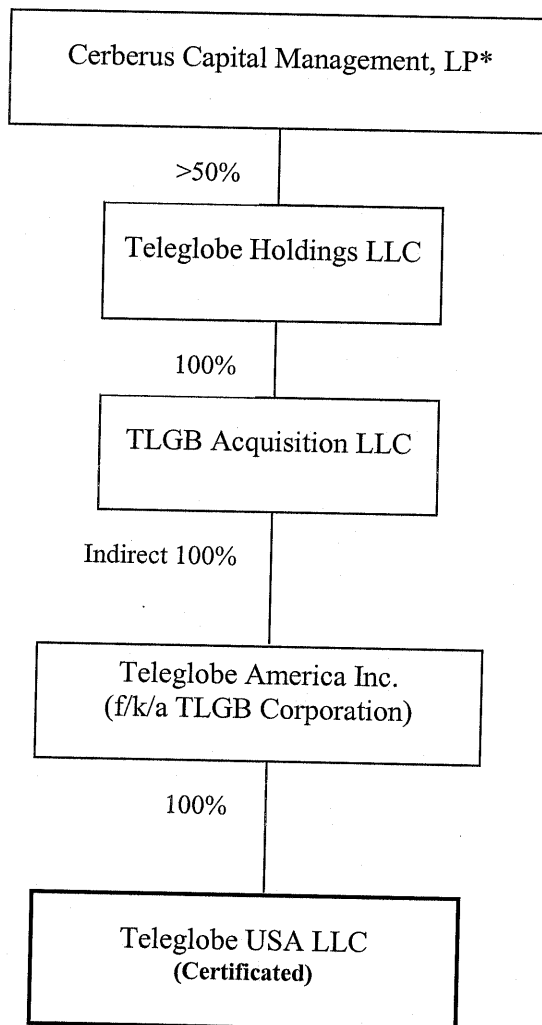


**EXHIBIT D**

**Chart of *Pro Forma* Corporate Change**

# Illustrative Chart of Corporate Change

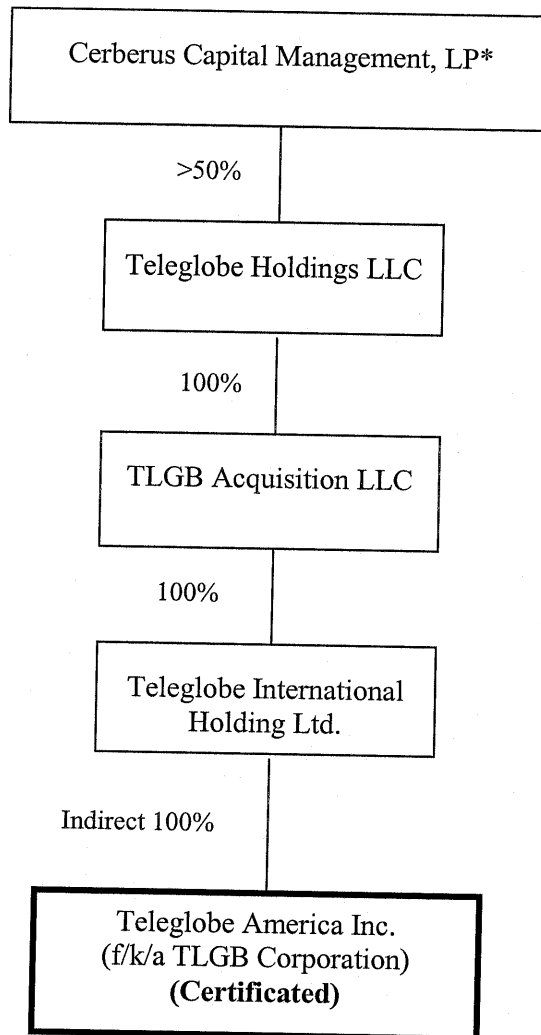
## Pre-Corporate Change Structure



\* Cerberus Capital Management LP's interest is held through four investment funds: Cerberus Institutional Partners, L.P., Cerberus Institutional Partners (America), L.P., Cerberus Partners, L.P., and Cerberus Holdings LLC ("Holdings"). Collectively, the funds will have a greater than 50% controlling interest in Holdings and, thus, in Teleglobe America Inc. The Cerberus funds are controlled by Mr. Stephen Feinberg.

# Illustrative Chart of Corporate Change

## Post-Corporate Change Structure



\* Cerberus Capital Management LP's interest is held through four investment funds: Cerberus Institutional Partners, L.P., Cerberus Institutional Partners (America), L.P., Cerberus Partners, L.P., and Cerberus International, Ltd. Each of the funds hold at least a 10% interest, but less than a 50% interest, in Teleglobe Holdings LLC ("Holdings"). Collectively, the funds will have a greater than 50% controlling interest in Holdings and, thus, in Teleglobe America Inc. The Cerberus funds are controlled by Mr. Stephen Feinberg.



RECEIVED

2003 AUG -8 PM 4:18

Midwestern Telecommunications Inc.  
MBE Certified

T.R.A. DOCKET ROOM

August 4, 2003

RECEIVED

Tennessee Regulatory Commission  
460 James Robertson Pkwy  
Nashville, TN 37243

AUG 08 2003

02-01183

TN REGULATORY AUTHORITY  
TELECOMMUNICATIONS DIVISION

To Whom It May Concern:

This is to inform you that Midwestern Telecommunications, Inc. would like to withdraw our certification application. MTI does not have any existing customers in the state of Tennessee. Should you have any further questions, please feel free to contact me at (877) 684-4349, ext 5050.

Sincerely,

Jerry E. Holt  
Secretary

RECEIVED

AUG 08 2003

TN REGULATORY AUTHORITY  
TELECOMMUNICATIONS DIVISION

**Sharla Dillon - Please close the following**

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**From:** Lynda-Lu Perrin  
**To:** Dillon, Sharla  
**Date:** 08/08/2003 2:09 PM  
**Subject:** Please close the following

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**01-01117** Terry G. Robinson

Also, the Hearing Officer (Randal) will be issuing 'Order Accepting Withdrawal of Application' in the following CCN dockets:

**02-01183** Midwestern Telecom., Inc.

**03-00231** C III Communications

**03-00376** Comm South

Once you issue these orders the dockets may be closed. Thanks, LL